

No. 011090-Dumping
 ID # MOD 40626281
 Break: 11/11
 Other: 11/29/89

FILED
 In the Office of the
 Secretary of State of Texas

ARTICLES OF MERGER
 OF
 DOMESTIC AND FOREIGN CORPORATIONS

DEC 29 1989

Clerk IV O
 Corporations Section

Pursuant to the provisions of Article 5 of the Texas
 Business Corporation Act, the undersigned domestic and foreign
 corporations adopt the following Articles of Merger for the purpose of
 merging them into one of such corporations

1 The names of the undersigned corporations and the
 States under the laws of which they are respectively organized are

<u>Name of Corporation</u>	<u>State</u>
Brown & Root, Inc	Texas
Brown & Root I, Inc	Delaware

2 The laws of the State under which the foreign
 corporation is organized permit such merger

3 The surviving corporation is Brown & Root I, Inc , a
 Delaware corporation The surviving corporation is to be governed by
 the laws of the State of Delaware and its registered office in the
 State of Delaware is located at Corporation Trust Center, 1209 Orange
 Street, Wilmington, Delaware

4 The Plan of Merger set forth in the Agreement of Merger
 attached hereto as Exhibit A was approved by the shareholders of the
 undersigned domestic corporation in the manner prescribed by the Texas
 Business Corporation Act, and was approved by the undersigned foreign
 corporation in the manner prescribed by the laws of the State under
 which it is organized

5 As to each of the undersigned corporations, the number
 of shares outstanding, and the designation and number of outstanding
 shares of each class entitled to vote as a class on such Plan, are as
 follows

40116033



002305

<u>Name of Corp</u>	<u>Number of shares Outstanding</u>	<u>Entitled to vote as a Class Designation of Class</u>	<u>Number of Shares</u>
Brown & Root, Inc	55,402	Common	55,402
Brown & Root I, Inc	1,000	Common	1,000

6 As to each of the undersigned corporations, the Plan of Merger was unanimously approved by all shareholders

7 The surviving corporation hereby (a) agrees that it may be served with process in the State of Texas in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation (b) irrevocably appoints the Secretary of State of Texas as its agent to accept service or process in any such proceeding and that the post office address to which the Secretary of State may mail a copy of any process that may be served upon it is 4100 Clinton Drive, Houston, Texas 77020, Attention Louise Brown, (c) Exhibit B as attached

8 These Articles of Merger shall be effective as of the close of business for calendar year 1989

SIGNED on December 19 1989, but effective as of the date and time set forth above

CORPORATE SEAL

BROWN & ROOT, INC

By W B Pieper, President

CORPORATE SEAL

BROWN & ROOT I, INC

By T L Austin, Jr, Chairman
and Chief Executive Officer

c. artmerg2

EXHIBIT A
AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated effective as of the close of business for calendar year 1989, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between Brown & Root I, Inc , a Delaware corporation and Brown & Root, Inc a Texas corporation

WITNESSETH that

WHEREAS, all of the constituent corporations desire to merge into a single corporation, and

NOW THEREFORE, the parties to this agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows

FIRST BROWN & ROOT I, INC hereby merges into itself BROWN & ROOT, INC and said BROWN & ROOT, INC shall be and hereby is merged into BROWN & ROOT I, INC , which shall be the surviving corporation

SECOND The Certificate of Incorporation of the surviving corporation is amended as follows

Article FOURTH of the Certificate of Incorporation is amended to read "FOURTH The total number of shares of all classes of stock which the corporation shall have authority to issue is two thousand (2,000) shares of common stock and the par value of each share is one dollar (\$1 00) "

THIRD The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows

(a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this agreement, shall remain issued and outstanding

(b) The 55,402 outstanding shares of common stock of the merged corporation which are outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be changed and converted into one thousand (1,000) shares of common stock of the surviving corporation

(c) After the effective date of this merger each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange has taken place. After the effective date of this agreement each registered owner of any uncertificated shares of common stock of the merged corporation shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

(d) After the effective date of this merger each holder of an outstanding certificate representing shares of common stock of the surviving corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender

to receive a certificate showing the new name of the surviving corporation representing an equal number of shares. Until so surrendered, the outstanding shares of stock of the surviving corporation may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation.

FOURTH The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective as of the close of business for calendar year 1989.


(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and

instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action

IN WITNESS WHEREOF, the parties to this agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused these presents to be executed by the President or Chairman of the Board of Directors and attested by the Assistant Secretary of each party hereto as the respective act, deed and agreement of each of the corporations

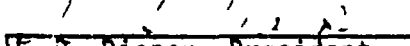
SIGNED at Houston, Texas on December __, 1989, but effective as of the date and time set forth above

ATTEST


Peter W. Arbour
Assistant Secretary

BROWN & ROOT, INC

By



W. B. Pieper, President

ATTEST


C. B. Thompson
Assistant Secretary

BROWN & ROOT I, INC

By


T. L. Austin, Jr., Chairman
and Chief Executive Officer

c agrmerg2

EXHIBIT B

The approval of the plan of merger was duly authorized by all action required by the laws under which it was incorporated or organized and by its constituent documents